

Exhibit E

Sworn Statement of Sarah Dorismar

In The Matter Of:
*In Re: Investigation of Ideal Horizon Benefits,
d/b/a Solar Titan USA, Inc.*

*Sworn Statement of Sarah Dorismar
August 27, 2022*

*Christina A. Meza, LCR, RPR, CCR
Licensed Court Reporter*

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Min-U-Script® with Word Index

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IN RE:)
INVESTIGATION OF IDEAL HORIZON)
BENEFITS, d/b/a SOLAR TITAN)
USA, INC.)

SWORN STATEMENT OF

SARAH DORISMAR

Saturday, August 27, 2022

APPEARANCES:

For the State of Tennessee Attorney General's Office:

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Ms. Alicia Daniels-Hill
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1 The sworn statement of Sarah Dorismar
2 was taken by counsel for the Office of the Tennessee
3 Attorney General by Zoom video conference on Saturday,
4 August 27, 2022, for all purposes allowed under the
5 Tennessee Rules of Civil Procedure.

6 The reading and signing of the
7 completed sworn statement by the witness was not
8 discussed.

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EXHIBITS

(NONE OFFERED.)

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1 MS. DANIELS-HILL: We are on the
2 record in the matter of in re Investigation of Ideal
3 Horizon Benefits doing business as Solar Titan USA
4 pursuant to a request for information issued
5 to Sarah -- and I'm going to say your name as Dorismar;
6 is that right?

7 THE WITNESS: Yes.

8 MS. DANIELS-HILL: -- issued on
9 August 22nd, 2022. Good morning, Ms. Dorismar. Would
10 you state your name for the record.

11 THE WITNESS: Sarah Dorismar.

12 MS. DANIELS-HILL: Will you spell your
13 last name?

14 THE WITNESS: It's D-O-R-I-S-M-A-R-

15 MS. DANIELS-HILL: Thank you. My name
16 is Alicia Daniels-Hill. I'm a legal assistant with the
17 Tennessee Attorney General's office, and I have with me
18 on the line Samuel Keen, assistant attorney general at
19 the Tennessee Attorney General's office; and Emily
20 Knight. She is the administrative secretary for our
21 office and a registered notary in the state of
22 Tennessee. Do you have any objections to Ms. Knight
23 swearing you in?

24 THE WITNESS: No.

25 MS. DANIELS-HILL: Thank you.

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1 Ms. Knight, will you swear her in.

2 MS. KNIGHT: Absolutely. Good
3 morning, Ms. Dorismar.

4 MS. DORISMAR: Good morning.

5 (Oath administered by

6 Ms. Emily Knight.)

7 SARAH DORISMAR,
8 called as a witness, having been duly sworn, was
9 examined and testified as follows:

10 EXAMINATION

11 BY MS. DANIELS-HILL:

12 Q. And, Ms. Dorismar, we talked about this
13 earlier, that Ms. Knight will not be staying as a
14 part of the Zoom call -- for the entirety of the
15 Zoom call, but you understand that you will remain
16 under oath for the remainder of this call?

17 A. Yes.

18 Q. Okay. Ms. Dorismar, do you understand
19 what being under oath means?

20 A. Yes.

21 Q. So you understand that you're providing
22 this testimony under penalty of perjury?

23 A. Uh-huh. (Witness moves head up and
24 down.)

25 Q. And also your responses to this

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1 recording may need to be transcribed by a court
2 reporter later.

3 A. Okay.

4 Q. For that reason, we'll make sure that
5 you're only going to be giving verbal responses.
6 You can nod your head, but also please say yes or
7 no, for example. Is that something that you can do
8 today?

9 A. Yes.

10 Q. And then I'll do my best to pause after
11 you've responded to make sure we're not talking over
12 one another on the recording.

13 A. Sorry. Sorry. You saw my son getting
14 in the car.

15 Q. No problem. But do you -- would you be
16 able to also make a pause after someone has asked a
17 question just to make sure that when we --

18 A. Yeah.

19 Q. -- throughout the recording that --
20 we're not talking over each other on accident?

21 A. Yeah.

22 Q. So I imagine we'll probably take a few
23 breaks today, depending on how long this proceeding
24 goes. If you need a break, do you mind letting me
25 know?

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1 A. Yes. That will be good. Uh-huh. Do
2 you know how long it's going to be, just because it
3 is a Saturday, and -- I mean, I don't know how much
4 information I would be able to share that is
5 beneficial, but ...

6 Q. So I was going to say it's hard to tell
7 how long this will go because it's really going to
8 depend on how long it takes us to get the
9 information that we were hoping to get from the
10 sworn statement, but what I will say is we will not
11 be delaying or trying to take up most of your
12 Saturday. If the information comes out quickly,
13 then we'll end as soon as we've gotten the
14 information.

15 A. Okay.

16 Q. If there are any questions that I ask
17 that you don't understand, will you let me know so I
18 can clarify?

19 A. Yes.

20 Q. The same with Mr. Keen. He may also
21 have questions. Will you ask him to clarify if
22 there's a question that he asks that you don't
23 understand?

24 A. Yeah.

25 Q. And then finally I just wanted to kind

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1 of go over what a sworn -- what giving a sworn
2 statement is for the purposes of a request for
3 information, because they are a little bit different
4 than civil court proceedings and civil depositions.
5 This is a tool that our office has and allows us to
6 get information to determine whether there's a
7 violation of the Consumer Protection Code.

8 A. Uh-huh.

9 Q. And that means that with that comes
10 certain authority. Generally for all the questions
11 that we ask, as long as it relates to what we're
12 investigating, this would be something that you
13 would not be allowed to withhold information for
14 unless you have attorney-client privilege.

15 To my knowledge, you had not told us if you
16 had been represented by counsel. Are you currently
17 represented by counsel?

18 A. No.

19 Q. So if you had, then I just wouldn't ask
20 questions about your conversations with your
21 attorney because that would be privileged.

22 So that now that we've gotten past some of
23 the ground rules, let's talk a little bit about your
24 background.

25 A. Uh-huh.

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1 Q. These are questions that we typically
2 ask for every sworn statement. Have you ever
3 testified in a trial or a deposition before?

4 A. No.

5 Q. And will you tell me --

6 A. Oh, actually -- sorry -- yes. Several
7 years ago I did testify on a custody hearing.

8 Q. Do you remember who the parties were in
9 that custody hearing?

10 A. The father was Michael Brewer.

11 Q. Were you the other party?

12 A. No. I was a witness to -- they were
13 moving their children to Haiti. They were moving
14 their children to Haiti, and because I had lived
15 there for several years, they just wanted me to give
16 testimony on what it was like to have family there.

17 Q. You said that was a couple of years ago.
18 So in 2020 or --

19 A. No. Like 2011-ish maybe. I can't
20 remember exactly the dates.

21 Q. And who was the mother in that case?

22 A. I actually can't remember her name.

23 Q. Do you remember what court you were
24 testifying in?

25 A. In Blunt County.

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1 Q. In what state?

2 A. Tennessee.

3 Q. Just in case there's more than one of
4 those, I just wanted to clarify. Have you actually
5 resided in any other states than Tennessee?

6 A. No, other than when I lived in Haiti,
7 but that's not another state.

8 Q. How long did you live in Haiti?

9 A. Four years.

10 Q. Do you remember what years those were?

11 A. I moved in 2010 and then back in 2014.

12 Q. And where are you currently residing?

13 A. In Townsend, Tennessee.

14 Q. And what do you currently do?

15 A. I am working at BlackBerry Farm in the
16 registration -- not registration -- the reservation
17 department.

18 Q. How long have you been working for
19 BlackBerry Farm?

20 A. Since June 24th.

21 Q. What were you doing before June 24th?

22 A. I was with Solar Titan.

23 Q. And what was your position at Solar
24 Titan?

25 A. My last position was finance and admin

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1 manager.

2 Q. You said the last position. What was
3 your position before that?

4 A. I was hired in as just a regular admin
5 for the operations team, and then after several
6 months, I was promoted to the last position that I
7 had.

8 Q. So you were the finance and admin
9 manager from what time period?

10 A. I do believe it was December of last
11 year until when I left in I believe it was June.

12 Q. Do you remember what your last day was
13 with Solar Titan?

14 A. I started at BlackBerry June 24th. So
15 it was possibly a few days before then because I
16 pretty much did my two-week notice and then started
17 at BlackBerry.

18 Q. And how did you find out about the admin
19 position at Solar Titan when you started?

20 A. I'm sorry. Can you repeat the question.

21 Q. How did you find out about the admin
22 position at Solar Titan when you started?

23 A. So a friend of mine that was working
24 there posted on Facebook that they were hiring, and
25 I just contacted and applied.

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1 Q. Who was the friend that posted?

2 A. His name was Russell Williams.

3 Q. Was he currently working at Solar Titan?

4 A. Yes.

5 Q. What was your start date with Solar
6 Titan?

7 A. September 28th. So this year would have
8 been two years. So I believe that would be 2020.

9 Q. And did you have to apply for the
10 position?

11 A. Yes. I came in for -- I don't believe
12 there was a formal application at the time just
13 because they were starting up, but I did come in --
14 I sent in my resume and then I came in for an
15 interview and was hired at the interview.

16 Q. Do you recall who interviewed you?

17 A. Sarah Kirkland.

18 Q. Was there anyone else in that interview
19 or --

20 A. No.

21 Q. -- just you and Ms. Kirkland?

22 A. Uh-huh.

23 Q. And how long after the interview was the
24 process for actually getting on board?

25 A. So I was hired then, and I had -- I

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1 think it was -- I think it was like a Tuesday maybe.
2 I'm not really sure. It's been two years. But the
3 next week I do believe is when I started, and then I
4 had already planned a vacation with my family, so I
5 worked a week and then took a vacation and then came
6 back. So it could have been two weeks really.

7 Q. Do you remember what your first week was
8 like? Were you in training for that whole week or
9 anything like that?

10 A. Yeah. I went -- I pretty much followed
11 the two other admins that were currently working
12 just to kind of get more knowledge of the business
13 and, like, their processes and stuff. But what they
14 actually hired me to do was something that they --
15 the two that had already been there -- they've never
16 handled the finances. So when I started, Sarah and
17 Craig, who are owners -- they handled working with
18 the finance companies and different things like
19 that.

20 So because they were growing, they hired me
21 to kind of take those roles on from them. So there
22 wasn't technically a finance department. So there
23 wasn't any policies and procedures and things like
24 that. So they allowed me to create that -- those
25 policies and things, and as we grew, that department

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1 grew. All the departments grew really.

2 Q. So you said Sarah and who else was
3 handling the finances?

4 A. Craig Kelley.

5 Q. And did you do any training under them
6 since they were the ones that were handling it?

7 A. With Sarah, yes.

8 Q. And then what exactly did Craig Kelley
9 do?

10 A. So I didn't really have a lot of
11 training with Craig. I'm not a hundred percent sure
12 what he did, but I do know that if things weren't
13 done fast enough, I would be getting phone calls.

14 Q. So how did you know that Craig had also
15 been handling the financing with the finance
16 companies?

17 A. Sarah just told me. So, like, she
18 handled a portion and then he handled -- so there's
19 pre -- pre-installation processes with the financing
20 companies and then there's post installation process
21 for the finance companies. So I don't know how they
22 split it up. I just know that they both worked on
23 those processes. And then when I came along, they
24 taught me both of those processes and that took it
25 off of their plates.

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1 Q. I forgot to ask you this earlier. You
2 said you initially followed two other admin staff.
3 What were their names?

4 A. So Russell Williams and then Lakea
5 Helton.

6 Q. You said they were doing different work
7 than you would be doing?

8 A. Right.

9 Q. So when you were working on the -- I
10 guess the finance -- or working with the finance
11 companies, did you use any specific systems for
12 that?

13 A. So each one of the finance companies had
14 their own portal and required documentation that we
15 had to submit to them. So we just -- that's what we
16 worked with.

17 Q. You learned the portals for the
18 different financing companies?

19 A. Uh-huh, yeah.

20 Q. Who was it that taught you that -- was
21 that Sarah Kirkland as well?

22 A. Yeah.

23 MS. DANIELS-HILL: Before I get too
24 much further in, I want to stop and make sure that
25 Mr. Keen doesn't have any questions.

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1 (No audible response.)

2 BY MS. DANIELS-HILL:

3 Q. Would you kind of go over some of your
4 job responsibilities when you first started?

5 A. Yeah. So as I was stating, there were
6 pre-installation requirements. So at the time we
7 were working with Mosaic and Sunlight were the two
8 financing companies, and then obviously there were
9 cash buyers that we required 50 percent down and
10 then 50 percent at installation.

11 So Mosaic required that we submitted the
12 installation agreement that showed what size system
13 that they bought and different things like that. So we
14 submitted that document, and then they reviewed it and
15 the other -- also with the actual loan documents that
16 the customers signed at the time of the purchase just
17 to make sure that everything matched. And then once
18 they finished reviewing it, they moved forward and we
19 had to put in the bill of lading information, so the
20 cost of the materials. And then once all of that was
21 reviewed and accepted, then Mosaic gave us the clear to
22 move forward with installation.

23 And the same thing with Sunlight. They had
24 different requirements of documents that they -- pretty
25 much the same thing. So once all of their processes

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1 were approved, we were clear to move forward.

2 And then that's when I gave the file to
3 either Russell or Lakea, depending on the state that
4 the client was in, and they would work with the utility
5 companies and the permitting authorities for those
6 states to get all the required things processed there.

7 And then because -- I don't know -- because
8 I was good at multitasking, they also gave me the
9 responsibilities for scheduling the crews. So at the
10 time I think we only had three crews, so it wasn't that
11 difficult to -- once finance was cleared and it went
12 through permitting and it came back to me for
13 scheduling for installation, then I scheduled the crews
14 to go out and called the customers to verify the dates
15 that we had available for us to come out and schedule
16 and install the system.

17 And then once everything was finished, then
18 I would -- it would still be with me because financing
19 companies had the requirements for post installation.
20 So they had to -- we had to submit the engineering
21 plans and also pictures of the install to show the
22 finance companies that we completed the project. And
23 then that was the second milestone.

24 And once that was complete, it went back to
25 the permitting department to where they pulled --

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1 they -- from where they pulled the permits, they
2 contacted the inspectors for that area and let them
3 know that we finished the project and for it to get
4 inspected. So there was a certain amount of time that
5 we had to get the inspection done and then uploaded the
6 passed inspection to the finance company for the last
7 milestone and then the project would be completed.

8 Q. All right. So that's quite a lot. So
9 I'm --

10 A. Sorry.

11 Q. It's a little bit more detail in each
12 part, but I didn't want to interrupt you because
13 it's actually helpful to see the entire order of how
14 things are typically done at Solar Titan. So you
15 said that for pre-installation you would upload the
16 install agreement from the customer? The customer
17 signed?

18 A. Right. So when the sales rep goes out,
19 they have the documentation that we need as the
20 company and also the documentation for the finance
21 companies. So while they're there, the finance
22 companies emailed them the loan documents that they
23 signed through their email, and then we have the
24 installation agreement which is our contract with
25 them that they sign.

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1 So the sales rep would upload all of the
2 required documents into our portal, and then I would
3 take it from that and upload it into the finance
4 portal.

5 Q. And how would you get the install
6 agreement from the customer if the sales rep is
7 collecting it probably at the time of sale? How are
8 they providing that information to the office?

9 A. So they would download all of the
10 documents. So they would scan them in or take a
11 pictures of the documents and upload it into our
12 system, and then once a week, sometimes once every
13 two weeks, they would bring in the hard copies of
14 all the documents and we would file it away in the
15 customer's file.

16 Q. And so then you would have the access to
17 upload it on the portal for Mosaic or Sunlight?

18 A. Yes.

19 Q. And then how long after the sales rep is
20 making the sale is that information being uploaded
21 on the portal for either Mosaic or Sunlight?

22 A. Usually the next morning. So every
23 morning we come in and we upload the information of
24 all the sales that happened the day before.

25 Q. Okay. So what happens after the upload?

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1 You said that Mosaic reviewed the documents and the
2 loan documents. When does Solar -- or Mosaic or
3 Sunlight actually pay Solar Titan?

4 A. So there is -- when I first started, it
5 was three different amounts and three different
6 payments at each milestone. So there was a
7 percentage at the first, at the second milestone,
8 and the last. I think it was like 10 or 15 percent
9 at the third milestone.

10 But as they grew and they got more business
11 and in turn got the finance companies more business,
12 they changed it to a two-payment time, and I believe --
13 I can't -- I don't know -- they didn't always share how
14 much the percent of when each payment happened, but I
15 believe it was -- when I was leaving, it was either
16 60/40 or 70/30.

17 So at the first milestone, we received
18 60 percent of the amount, and then when we uploaded the
19 installation, we received the last 40. But then if we
20 didn't reach the third milestone in the time frame that
21 they gave, they retracted a hundred percent of the
22 funds until we uploaded that passed inspection.

23 Q. I was going to say, so when you -- or
24 when Solar Titan had the three milestones, what was
25 the first, the second, and the third milestone?

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1 A. Like the percentage of how much money
2 they gave?

3 Q. No. Like what was required for them to
4 actually pay out?

5 A. So the first -- the first milestone --
6 it's called bill of lading approved. So it's when
7 they reviewed and accepted all of the documentation
8 and they -- Mosaic actually does a welcome call that
9 they reach out to the customer and just say, hey, we
10 were notified you are wanting to do this. This is
11 your loan agreement. This is your interest, like
12 all of the financial things. And they agree to it,
13 and so it gets to bill of lading approved and they
14 let us know that we can move forward. That's
15 milestone one.

16 Milestone two is when we upload the
17 pictures of installation and tell them that
18 installation was completed. That's milestone two. And
19 then milestone three, which is the last one -- and it's
20 called -- oh, goodness -- PTO, which it's permission to
21 operate is when we upload the passed final inspection,
22 and that's the three different milestones for both
23 Mosaic and Sunlight.

24 Q. So for the first one, you said it was
25 the bill of lading?

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1 A. Uh-huh. So that's because they request
2 the -- so they request the contract between us and
3 the customer, and then the amount for the actual
4 system. So they have to approve that amount. I
5 don't -- sometimes they would even kick it back if
6 it was saying it was too much -- I don't know if it
7 was too much or if something wasn't put in the
8 system correctly, like if there was a battery or no
9 battery. So everything just had to be completely
10 correct before they would approve it.

11 Q. And the second one is after the install,
12 but then you have a third one that sounds like it
13 was after the system was turned on. So when the
14 system was installed, it wasn't necessarily
15 operational at the time of install?

16 A. Correct. Because you have to get a
17 passed inspection from the state to be able to turn
18 it on.

19 Q. And so then that third milestone was
20 after it was actually turned on?

21 A. Yes.

22 Q. Do you remember when they switched from
23 three milestones to two milestones?

24 A. They still have three milestones. It's
25 just the payments switched to where they used to

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1 hold the last 10 percent until we uploaded the third
2 milestone, and then -- but they are still required
3 to hit all three milestones.

4 So where before I think they wouldn't have
5 released that last amount of money until it happens,
6 and now that they have received all of the money at the
7 first two, if -- I believe it's 120 days they have from
8 milestone two to reach milestone three, and if they
9 don't reach it within 120 days they retract a hundred
10 percent of the funds until the third milestone was
11 reached. And that happened quite often.

12 Q. So when did Mosaic decide to switch and
13 stop holding the 10 percent until the third
14 milestone is complete?

15 A. I wasn't given that information, so I
16 don't know exactly when that happened.

17 Q. How did you know that it changed then?

18 A. It was in conversation I believe, but
19 they didn't tell me, like, the exact time that it
20 happened. So when I did find out that that changed,
21 I don't know how long it had been. So, like, the
22 finances and things like when money was coming in
23 and out was never something that was shared with
24 people in the company.

25 Q. Do you remember when you actually found

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1 out, like when someone told you that they --

2 A. No.

3 Q. -- were changing it? Okay. Do you know
4 the reason that it may have been changed?

5 A. Just because of bringing in more
6 customers for them, and they're making more money
7 because we're making more money and that's just one
8 of their perks, I guess.

9 Q. And I want to make sure that I don't
10 miss anything. So when they were holding the
11 10 percent, the first milestone would have paid how
12 much percentage of the contract?

13 A. Again, they didn't share that
14 information.

15 Q. So you don't know if it was maybe the
16 same 60/40 or like a variation of 60/40 or 70/40?

17 A. I can imagine so that it was probably
18 70/20 and then 10 and some variation of that.

19 Q. I'm looking through to make sure I
20 didn't miss anything there. So it sounds like you
21 didn't have access to the accounts or know about the
22 accounts that the finance companies were paying
23 their financing into?

24 A. At the beginning no, but towards the end
25 I did see -- because when there was a lot of what

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1 they called clawbacks was when we didn't reach the
2 milestone. They would claw back a hundred percent
3 of the money. So when there was a million dollars
4 or \$4 million taken out of the bank account, they
5 came to me a lot and were like -- well, Craig came
6 to me a lot and was upset that that much money was
7 taken out. And I just had to reaffirm to him that,
8 yes, I am the finance manager and, yes, it is my job
9 to put in the passed inspections to where we don't
10 have these clawbacks, but I was not the manager over
11 the permitting department to where they actually
12 pulled the permits, called for an inspection and got
13 the inspections, and then I was not over the crews
14 that actually installed the systems correctly --
15 that they would get passed inspections the first
16 time and not have to go out four or five times.

17 So, like, if you want to be upset with
18 someone, go to those managers. So, like, if I had a
19 passed inspection, I'm going to be uploading it into
20 the portal, but I can't upload something that I don't
21 have. So ...

22 Q. Just to be sure that we're being clear,
23 when you're talking about the term "clawbacks,"
24 you're talking about when essentially the finance
25 company, either Mosaic or Sunlight, passed that 120

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1 day hits, they take the money back out of Solar
2 Titan's account?

3 A. Yes. So I don't think anybody would
4 like \$4 million taken out of their account no matter
5 how much was in it.

6 Q. So this was happening with multiple
7 contracts if they're taking that much out?

8 A. Yes.

9 Q. Do you know how many contracts that was
10 happening with at a time?

11 A. At least -- monthly there was money
12 taken out of the accounts. So -- and that kind of
13 opens another door to the different types of
14 clawbacks. So -- and cancellations. So -- and it's
15 something that I fought for from the day that I
16 understood the process and knew what was happening
17 with -- in regards to the finances with not only our
18 customers, but customers that signed up and then
19 ended up wanting to cancel later on down the
20 process. So we have a three-day grace period. You
21 sign the contract and then you have three days to
22 cancel that we would let you out of the contract.

23 And that's the same thing with the finance
24 company. They gave you the three-day grace period
25 before -- and then there wouldn't be any penalty or

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1 anything to be let out of the contract.

2 But because they wanted us to put the
3 information into the system the day after the contract
4 was signed, we met the bill of lading approved most of
5 the time before that three days was over. So we
6 received money on that account. But, say we received
7 the money on day two, day three you call in and want to
8 cancel, we're legally obligated for you -- to let you
9 out of the contract, but because we had already reached
10 that first milestone and they paid us money, their
11 cancellation process takes longer.

12 So sometimes they will actually get billed
13 for their first payment before their contract is
14 finished. Yes, Mosaic is wonderful about anything
15 coming out of their account is reimbursed to them, but
16 we had to deal with a lot of customers that were mad
17 that they had bills coming out and they didn't even
18 purchase the system. So we just had to explain to them
19 that that was Mosaic's process and it did take quite a
20 long time.

21 So I tried to have them hold us three days
22 from putting in any documentation into the portals so
23 if anyone canceled within those three days, then we
24 wouldn't have received money and it wouldn't have taken
25 longer for the cancellation process to happen. And as

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1 I said, September would have been two years, and I
2 don't think they do that still.

3 So it's -- they always said it was a cash
4 flow issue, it was a cash flow issue, but I tried to
5 explain to them after we get past that first initial
6 three days, then the cash flow is going to be coming in
7 every single day. So it's like we can -- on the
8 grander scheme of things we can take those three days
9 of not receiving money in for new sales because there's
10 still going to be money coming in for completed deals,
11 but just bite the bullet and hold those three days to
12 where, one, if someone cancels, it's not a strenuous
13 process.

14 Two, we're not getting -- because there was
15 one time that Craig got really upset. He said there
16 was a million dollars in cancellations taken out of our
17 account and he didn't believe that there was actually a
18 million dollars worth of customers that wanted to
19 cancel within the month. And I was like, but there
20 was, because I had been told and I told my team this is
21 the process of if they're outside of their three days,
22 we don't cancel, and they were aware of that. We were
23 told they were aware of that at purchase.

24 So I told him -- I said if they were within
25 their three days we canceled. If they called in

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1 outside of their three days, we tried to save the
2 contract, save the deal, but there was a process of
3 what they would have to do to cancel outside of that
4 three days.

5 So I said there would never be money coming
6 into our accounts if we just held the three days to --
7 where you wouldn't see this big number of amount coming
8 out of the account if these customers were canceling
9 within their legal time frame. So you see a million
10 dollars coming out of the account, but they're legally
11 able to cancel. So I'm sorry. You know, I don't know
12 what else to say other than we shouldn't be receiving
13 any money until after the three days to begin with, but
14 that was always a losing battle.

15 So -- and it even turned out to where he --
16 because it was so much, he didn't believe that either,
17 one, that they were truly within their three days or,
18 two, the sales manager was actually reaching out to
19 them to try to save them. So the process was they
20 called in, they wanted to cancel, we notified sales,
21 and they were supposed to reach out to them and try to
22 save the deal.

23 And if they were able to save the deal,
24 we -- you know, we might have given them another
25 kilowatt. We might have updated their battery at no

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1 charge. We might have paid for two payments, whatever
2 it might have been to try to save the deal. That would
3 have been on a form that was sent back to us that we
4 just updated their account. Right?

5 If they weren't able to save it and they
6 were within their three days, they would said us a form
7 back that says that they tried to offer this, the
8 customer didn't accept it, cancel out the loan, if they
9 were within their three days.

10 Well, the sales manager was extremely busy
11 all the time, out in the field doing trainings, this,
12 that, and whatever, and just didn't have the time --
13 because of all the requirements that Craig had on her
14 wasn't able to get to these customers as quickly as we
15 needed and as quickly as they were wanting to happen,
16 but they -- and I even asked, "Can someone else do
17 these calls?" "No. Shawna is the only one that's
18 allowed to do these calls because she can handle them."

19 Then it's like 45 calls deep and then
20 they're way past their three days but we haven't
21 received the form to cancel it, so they still have a
22 active loan through Mosaic.

23 And I would bring this to their attention
24 over and over again that they're legally within their
25 three days, but we haven't canceled them because we

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1 haven't got the form from sales back. Well -- and then
2 it turned into -- and then I finally just said, "If I
3 don't get the forms back, I'm canceling them," because
4 I wouldn't want an open loan on something that I wasn't
5 moving forward with when I was legally within my rights
6 to cancel.

7 And then happened the million dollar
8 clawback, and Craig was very upset and didn't believe
9 that we had that many. So he said that moving forward
10 we get the cancellation. We give it to sales. Once we
11 get it back -- we get it from sales, we give it to him
12 for him to give the final approval. And most of the
13 time it sat on his desk for weeks, and we never even
14 received a final approval.

15 And then -- so I went to Sarah K. about it
16 because she's more reasonable, and she said, "Well,
17 whether or not you get it back from him, do at least
18 four a week. Do the process for the cancellation at
19 least four a week from his list." I'm like, Okay.

20 And then I told her. I said, We are
21 getting -- because we were penalized if we canceled the
22 loan out after the third day. It was like \$500
23 cancellation penalty on us. So I'm like we're not
24 getting any money for these accounts. So if you would
25 just let me, one, hold the documents to be uploaded to

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1 where we're not even worrying about so-called cash
2 flow, there wouldn't be cash flow to worry about
3 because we never received anything. That would solve
4 all of our problems, but obviously you-all aren't
5 wanting to do that. But if they cancel within their
6 three days, whether or not Shawna or anyone else that
7 you're giving authority to call these customers calls
8 them or not, let me cancel them, because if I cancel
9 them within the third day we're not getting penalized
10 the \$500.

11 And then fast-forward to us now having 90
12 cancellations in queue for Shawna to call and/or Craig
13 to approve. They are past their three days. There's
14 still an active loan because we haven't been given
15 authority to cancel them out, and it's just like I'm
16 just doing what I'm told. I was canceling them out,
17 and then I was told not to do any more because he
18 didn't believe that a million dollars' worth of
19 cancellation actually happened. So -- all right.
20 You're the boss. You're the owner. I'm going to do
21 what you told me to do. Right?

22 So we're 90 deep, and she's telling me to
23 cancel out three a week. Well, because I had now been
24 given access to when things come in and when things
25 come out because of all the different types of

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1 clawbacks, whether it be cancellations or not meeting
2 the 120 days, I was noticing that when we canceled, not
3 only were we charged the \$500 fee, but we were being
4 charged interest for every month that the loan was open
5 and then canceled. So if it was four or five months
6 later after they canceled and we actually got around to
7 canceling it, we were charged four or five months of
8 interest, plus the cancellation fee.

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1 a lot of interest fees." I said, "That's just the list
2 of what I have now, not including all of the customers
3 from today forward that are going to be canceling. So
4 I don't know when we're ever going to get this cleared
5 up because of this so-called cash flow issue."

6 And I was like I don't understand why the
7 company is looking at money that's come in from
8 potential -- from canceled customers as cash to use.
9 It's not cash to use. None of it is. Because in all
10 reality, if you look to -- if the finance company can
11 claw back at milestone three -- if we haven't uploaded
12 the last document for milestone three, Mosaic had the
13 right to claw back a hundred percent of the funds. So,
14 in my mind, it isn't cash flow until I've uploaded that
15 passed final, but I wasn't the accountant. I wasn't
16 over the bank accounts.

17 So then she changed it to eight. She said
18 I could change it to eight. But she agreed with me
19 that she didn't handle her personal finances that way,
20 that she felt the same way that I felt, but Craig I'm
21 assuming is a bigger owner in the company and he made
22 the decision to where we only did -- did it the way
23 that he wanted.

24 So it wasn't until after I left that Sarah
25 called me, and she was like -- she tried to play it off

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1 that she didn't understand that the customers that were
2 on the 90 list were within their three days, and I very
3 kindly was like, um, actually, you did know because we
4 always -- we referred to cancellations as cancellations
5 that were within the three days, and we referred to
6 refusals as customers that wanted to cancel outside of
7 their three days. And I said anytime that I ever spoke
8 to you or Craig or anyone in the company about the
9 cancellation list, I referred to it as the cancellation
10 list. Because we had a cancellation list and we had a
11 refusal list. So there were policies and procedures in
12 place for both of those lists of customers on how we
13 processed reaching out to them, what the process was
14 for cancellation versus the process for contacting
15 customers that were technically a refusal, because
16 outside of the three days, they didn't allow them to
17 cancel their loan.

18 So she was like, oh, well, I don't da, da,
19 da, da. I don't know. But I told Sam -- which is the
20 lead in the finance department. She said, "I told her
21 to cancel all of the ones that are on that list moving
22 forward." I was like, well, glad that you finally
23 decided to do that. And she said I told her to do
24 however many it was a week to get --

25

(Technical disruption.)

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1 BY MS. DANIELS-HILL:

2 Q. For the record, I had to switch the
3 host. So I had asked Ms. Dorismar to take one pause
4 from her testimony. It took me less than a minute
5 or so to switch the host and resume the recording.
6 Go on, Ms. Dorismar.

7 A. They did say that she -- Sarah Kirkland
8 had requested for Sam -- Samantha Blaine to have one
9 of the admins in the finance department to cancel --
10 I don't know the exact number, but she said to make
11 sure all of the cancellations that were legally
12 within their three days to be canceled out within,
13 like, two weeks because -- just to process them all.

14 So that is what I was told. I'm assuming
15 that that happened, but, hopefully, moving forward,
16 that if a customer cancels within their three days,
17 they're just canceling them out. I don't know if
18 that's -- I don't know if they just did that to clear
19 up the big issue with the 90-plus or they were doing it
20 to save face because Shawna quit and she blasted them
21 for a lot of the things that she found out about or
22 knew about to all of their sales reps, and they just
23 wanted to save face so they did that. I'm not sure.
24 But I am glad for the customers that were on that list
25 that their stuff is finally finished and canceled.

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1 MR. KEEN: A quick question, Alicia,
2 if that's okay.

3 You said Craig was a bigger owner and
4 that's sort of why he called the shots. Am I
5 understanding that correctly?

6 THE WITNESS: From my knowledge, I do
7 believe that him and his partner Michael -- I'm
8 assuming because it's the two of them -- there's three
9 owners. It's Michael, Craig, and Sarah. I'm assuming
10 because Michael and Craig are married that they have a
11 bigger stake in the business. So that would mean that
12 he could call the shots more so than Sarah. I'm not
13 saying that in every case he does, but I do believe
14 that since they have two parts of ownership versus her
15 one, that he has that more authority to do so.

16 MR. KEEN: What was Craig's official
17 position or did he have one?

18 THE WITNESS: Owner. He tried to keep
19 very behind the scenes. He worked more on the sales
20 side of things and Sarah handled more of the operation
21 side of things, but as it just fell finances was
22 something that he looked at closely as well so he
23 was -- he had a lot of pull in the policies and
24 procedures with the finance department, as well as
25 Sarah.

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1 MR. KEEN: But it was Craig who was
2 saying, hey, I don't care if these people canceled
3 during their three days, if they haven't -- if the sale
4 hasn't tried to be saved, we're not going to actually
5 cancel them out?

6 THE WITNESS: He wanted to follow --
7 so the process was to try to reach out, and I don't
8 know if he just didn't believe if Shawna was reaching
9 out, but he didn't want to cancel out the loan until we
10 tried to save it. And because of how busy she was, she
11 wasn't able to save it in a timely manner for -- so it
12 extended way past the time that we should have canceled
13 those loans out. Sometimes months.

14 MR. KEEN: A quick question about the
15 clawbacks, was there ever a time when Mosaic or
16 Sunlight or any other finance company did a clawback
17 and there wasn't enough money in the Solar Titan
18 account to cover the clawback?

19 THE WITNESS: I have no idea. I never
20 had access to the banks.

21 Just letting you know that my children
22 and my husband are in the car, but they're going to be
23 very quiet.

24 BY MS. DANIELS-HILL:

25 Q. So you had said that they had been

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1 essentially concerned about the money being pulled
2 out of the account for cash flow reasons. And as
3 you articulated quite well, that you didn't consider
4 that to be money that they could spend anyway.

5 A. Right.

6 Q. Do you know whether that money was being
7 spent somehow for Solar Titan even though it
8 probably should have been held?

9 A. So, again, I wasn't on the accounting
10 team. I wasn't given access to the bank. So I know
11 that there -- you know, the cash in and the cash
12 out, cash flow-type things, making payroll, paying
13 for supplies and different things like that, buying
14 vehicles for the company -- so I couldn't say how
15 they split up the money.

16 Like, if it came in and it got past a
17 certain milestone if they moved it to a different
18 account, I'm not sure. That's how I would do it
19 because if the money comes in and they're still legally
20 within their three days, I'm not going to touch that
21 money -- me. But, again, I don't know how the
22 accounting was, and I don't know -- you know, obviously
23 Sarah and Craig were owners. They had access to it. I
24 don't know how their pay was set up as if they were
25 getting paid each month or if they just had a

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1 free-for-all to the business accounts. That, I don't
2 know, and I don't want to speculate.

3 But I do know that they were -- because
4 they constantly said cash flow, that they were using
5 that money -- any money that was in the account, they
6 were using the money to further the business. But
7 then -- because you wouldn't get upset that we
8 processed X amount of cancellations, and it ended up
9 being a million dollars worth if you weren't using that
10 money. Because if you weren't using the money when it
11 came out, it wouldn't hurt. You know, you wouldn't
12 feel it.

13 So the fact that he got as upset as he did
14 at the fact that a million dollars in cancellations
15 came out, then that made me assume that they were using
16 the money to, you know, do the different things that
17 comes with running the business.

18 Q. You said you did ultimately get access
19 to the accounts?

20 A. No. I got access to the dashboard on
21 the portals from Mosaic and Sunlight to see -- it
22 will say deposit made, this much money; and then
23 clawbacks, this much money. So I didn't have --
24 ever have access to the accounts. I just saw in the
25 portal what was given or taken from those finance

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1 companies.

2 Q. Thank you. That makes a lot more sense.

3 So generally then when you were looking
4 into those accounts -- or not into the accounts. I'm
5 sorry -- into the portal, was there a portion in the
6 portal that was attached to those bank accounts?

7 A. Say that -- say the message again. I'm
8 sorry.

9 Q. The way I'm envisioning the portal is
10 that it would probably have a page that talks about
11 their transactions into and out of that bank
12 account. What information about the bank account
13 then would be in that portal? Like an account
14 number? How is it showing up as a clawback?

15 A. No. So all it showed me was -- I mean,
16 it could have been different because of the level
17 that I had access to, but all I saw was say, for
18 example, today's date, amount in, and then I could
19 click on it and it would show me from what customers
20 and, like, what types of payments they were. So
21 whether it was milestone one payment, milestone two
22 payment, or milestone three payment. That's all I
23 could see.

24 And then, like, if there was ever a
25 clawback, it would say today's date and then -- okay.

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1 So say, for example, today there was a deposit and a
2 clawback, it would show all the deposits that were
3 coming in and then it would show all the clawbacks.

4 So if, for example, there was a \$5,000
5 deposit today, but there was an adjustment of 3,000, so
6 in turn we were only getting \$2,000 because there was
7 \$3,000 in clawbacks, and so it split up what -- what
8 the milestones were for the deposits. So if it was
9 milestone one, two, or three. And then for the
10 adjustments or clawbacks, it would say clawback
11 cancellation or clawback milestone three because we
12 hadn't reached that claw -- that level yet. So they
13 were pulling a hundred percent of those funds back or
14 the 60 percent from the cancellation.

15 So that's all I saw. It didn't show me
16 anything -- it didn't show me what account it was going
17 into. It didn't show me the balance of anything other
18 than this was what was happening that day and why.

19 Q. Okay. And then you mentioned Solar
20 Titan purchasing vehicles for the company?

21 A. Yes.

22 Q. How many vehicles?

23 A. So for the crews, we had different
24 trucks that we used. And obviously as we grew, I --
25 I think it was 10 or more crews by the time I left.

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1 And then obviously -- we also had service techs.

2 So we had our crews that needed trucks and
3 trailers, and then they were -- we were in four
4 different states when I left. It was Georgia,
5 Florida -- no -- sorry -- Georgia, Alabama, Tennessee,
6 and Kentucky. And they were talking about expanding
7 into Florida before I left, but it hadn't happened
8 before I left the company.

9 So we had all the different vehicles, and
10 there were different -- they opened up a warehouse in
11 Kentucky. We had our main warehouse in New York --
12 sorry -- Knoxville. Not New York. Knoxville. And
13 then they opened one in Georgia, but I believe I heard
14 they closed it down because -- I don't know if there
15 was just too many issues down there with the staff that
16 they had hired, but I don't know if it's still there or
17 not.

18 But -- and then they bought smaller
19 vehicles like different cars. I can't remember the
20 brand, but they bought cars for the service techs
21 because they didn't need as big -- they didn't need a
22 truck or trailer. So they just bought smaller cars so
23 where they could go to the different client's houses if
24 there was issues with the system to go out and fix
25 those.

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1 Q. I have 21 seconds before I'm kicked out,
2 just to let everyone on the call know, so I'm
3 probably going to be kicked out. So I don't know if
4 we want to take a break or --

5 A. That's fine.

6 Q. -- and then come back.

7 MR. KEEN: We can take a break. Do
8 you need to drive home or are you going to be going
9 anywhere?

10 THE WITNESS: We will be driving
11 possibly back home, yes.

12 MR. KEEN: And whenever we do that, if
13 we're not done, then we can just take a break while
14 you-all drive home, and then, hopefully, you can join
15 us back again.

16 THE WITNESS: So do you want to say a
17 certain time? Maybe in 45 minutes or is that too long
18 of a break?

19 MR. KEEN: I don't think that's too
20 long of a break, if that's how long it's going to take
21 you-all to get home. I just want to be accommodating
22 to you.

23 THE WITNESS: Forty-five minutes would
24 be wonderful.

25 MR. KEEN: All right. Then that is

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1 what we'll do. I'm just going to stop my video and
2 stop the recording, and then -- I'm not going to leave
3 the meeting, but if you need to leave the meeting and
4 rejoin, that's perfectly fine.

5 THE WITNESS: Okay.

6 MR. KEEN: I'm stopping the recording
7 now.

8 (Pause in recording.)

9 BY MS. DANIELS-HILL:

10 Q. Before we took the break because of my
11 tech issues, we were talking about some of the cars
12 that Solar Titan has. I think you had mentioned
13 that there were cars for the service techs.

14 A. Yes. So we -- they had bought trucks
15 and trailers and cars for the crews and the service
16 techs.

17 Q. You said you don't remember the make or
18 the model?

19 A. Huh-uh. I believe they were Kia Souls
20 for the service techs, but I don't want to go under
21 oath saying that, but they were smaller cars just
22 for two people.

23 Q. Were there any other vehicles that the
24 company purchased for the company other than the --
25 I think you said that they also had trucks for the

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1 installer?

2 A. So I don't know if they were purchased
3 by the company or if they were purchased by Craig,
4 but I do know that Shawna had a Tesla that the
5 company gave her to use, and then Dale Roden, who
6 was another manager, was given a Tesla as well. So
7 I don't know if they were personally Craig's or if
8 they were actually for the company, but when Shawna
9 resigned, she obviously gave the Tesla back.

10 Q. So you don't think Shawna or Dale
11 purchased their Tesla?

12 A. No.

13 Q. They were using it for their work?

14 A. Yes.

15 Q. And then was there any other property
16 that Solar Titan purchased? You mentioned the
17 building in Knoxville. Is there only one building
18 in Knoxville?

19 A. No. There is the main headquarters
20 which is where all the offices are in Knoxville and
21 then the warehouse. And so I don't believe any of
22 the outlying warehouses were purchased. I think
23 they were just under a lease agreement.

24 Q. And the warehouse in Kentucky -- that
25 was also under lease?

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1 A. That, I don't know. Like, I know that
2 we were using the facility. Whether or not it was
3 ours or theirs or if it was leased, I don't know
4 that.

5 Q. Do you remember the address for the
6 Kentucky warehouse?

7 A. I was never told that information, no.

8 Q. Did you maybe overhear or were you ever
9 told the city that it might be in?

10 A. Possibly Lexington.

11 Q. And the warehouse in Tennessee, where
12 was that located?

13 A. That was I think it's -- I know it's on
14 Yellow Pine Drive. The number -- address -- I
15 couldn't remember, but it is in -- on Yellow Pine
16 Drive in Knoxville.

17 Q. Was that close to where the offices are?

18 A. Yeah. Probably about a 10- or 15-minute
19 drive.

20 Q. Was there any other property that Solar
21 Titan purchased or that may have been purchased by
22 Solar Titan or Craig?

23 A. Not -- for the business, not that I know
24 of. I know they were looking possibly into buying
25 land to build, but I think when they found the

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1 larger office space, that might have been tabled for
2 a while.

3 Because they were originally -- when I
4 first started, there was three different buildings that
5 we were in. We were in -- and it was all on the same
6 street. So the operations and warehouse was in the one
7 building, and then sales and marketing were across the
8 street in another. And -- and then as we grew, they
9 opened a third building for HR and accounting, and then
10 we grew again and moved us to where the warehouse is
11 now on Yellow Pine. And then they turned the
12 operations building into the sales offices.

13 And so it was -- before we all moved
14 together, there was the Yellow Pine which was
15 operations and the warehouse, and then there was a
16 building on Lovell -- the buildings on Lovell Road were
17 for the call center. One was for the call center. One
18 was for HR, and then one was -- one was for HR and
19 recruiting and then the other one was for accounting.
20 So there were five total.

21 And then when they found the one on North
22 Peters, they combined all of the offices together into
23 the one building on North Peters except for the
24 warehouse. They continued to have the warehouse there,
25 but all of the different departments were under one

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1 roof.

2 Q. And it was mentioned there might be a
3 plane that was used for the business. Do you know
4 anything about that?

5 A. Nope. I mean, I heard talk of it, but
6 there's rumors, so I don't know if it was true.

7 Q. To your knowledge, there was no, like,
8 outings for the company using a plane, anything like
9 that?

10 A. Other than just rumor, no. But, like,
11 confirmed that I knew that they took a trip, but
12 there was rumors that there was a private plane that
13 they would take vacations on when they would go to
14 their home in Florida, but, again, that was just
15 office gossip.

16 Q. And then I wanted to follow back up on
17 some of the other things that you described with
18 respect to the cancellations.

19 A. Uh-huh.

20 Q. So you mentioned that they have a
21 different process for refusals than cancellations.

22 A. Uh-huh.

23 Q. What was the process not internally for
24 cancellations, because you described that, but how
25 would a consumer be required to cancel their

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1 contract in the three days typically?

2 A. So they required a written notice. So
3 whether it was through email or a letter that was
4 sent that had to be postmarked within the three
5 days. So a customer couldn't just call in and say I
6 want to cancel my contract. We would inform them
7 that they are within their three-day period, could
8 you please send an email to this address -- this
9 email address or letter via mail, and it was also
10 stated on the back of the contract as well.

11 So they had it in written -- that it needed
12 to be in written format to cancel, and all of the
13 information was on the back of the contract. And then
14 if they called in, we shared that information as well.

15 Q. When a customer was told on the back of
16 their contracts how to cancel, were they only given
17 one option -- like one email address option to
18 check?

19 A. Yes.

20 Q. And then who had access to that email
21 account usually?

22 A. I had access to it, and then Sam --
23 Samantha Blaine -- she had access to it. And then I
24 do believe Sarah and Craig also had access to it.
25 So it was a general -- it was -- I believe it was

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1 like info@SolarTitan.com.

2 Q. And there's not another email
3 info@IdealHorizon or anything like that?

4 A. Huh-uh. (Witness moves head from side
5 to side.)

6 Q. Who actually was checking that account
7 regularly to pull the cancellation notices?

8 A. Samantha and -- Samantha was and then
9 one of the other admins in the team.

10 Q. Who was the other admin that was also
11 checking?

12 A. Her name was Kimberly Shell.

13 Q. So then how would you know about the
14 cancellations? Like -- I know she was pulling the
15 emails. How did that information get to you for you
16 to try to process the cancellation?

17 A. Yeah. So once I had been promoted, I
18 wasn't the one -- I wasn't the person that was
19 handling the cancellations. So I had trained
20 Samantha and Kimberly. So the process was to --
21 well, it kind of evolved over time. So the first
22 process when we received a call and then informed
23 them we needed an email and we received that email,
24 there was a shared spreadsheet that was between us
25 and the sales department that they had access to.

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1 So we would add their name, date of
2 purchase, amount of purchase, and reason for canceling
3 on the spreadsheet. They would create the cancellation
4 form that had all of that information and give it to
5 the sales manager. And so they were coordinating the
6 schedules between when she could call them and reach
7 out to them and updating us when that was complete.
8 Then they would send us the cancellation form to
9 either -- that it was a save or that it was cancel -- a
10 true cancel.

11 And then one of the assistants for the
12 sales side had left the company, and because there was
13 a lot of delay in when we informed them and to when we
14 got it back, I decided that we needed to revamp that
15 process to where we notified -- like, we created the
16 cancel documents and we notified the sales team instead
17 of having that middleman -- the assistant do it or the
18 admin in the sales department do it, just because by
19 the time it got to them and to the manager and back to
20 them and back to us, it was very delayed.

21 So I just thought it would be easier to cut
22 out that middle person and go directly to the people
23 reaching out to the customers. So towards the end
24 there was a gentleman named Sam VanHooser that -- he
25 was promoted to -- I don't know if it was regional

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1 manager. I don't know. There were so many different
2 positions and promotions and stuff on the sales side, I
3 can't keep up with it.

4 So he was finally given authority to help
5 with the cancellations because -- I don't know if it
6 was because of me saying the amount is ridiculous.
7 Like she either needs to be given specific days a week
8 to be able to reach these people and, like, that's all
9 she's able to do. Like, you guys have stretched her
10 way too thin, so we need to have a better process
11 because in the long run it's hurting the business
12 because we're having to pay all these fees and interest
13 charges.

14 So they gave him the authority to do that,
15 and so I had a meeting with Sarah K. and that's when I
16 told her it's going to take us 10 months to get all of
17 these completed if we're just doing four a week,
18 whether or not they had been approved by Craig. We
19 have to do something better.

20 So -- and I was like but 90 of them haven't
21 even been reached out to. So that is a bigger issue --
22 that just creates more problems that we're not even
23 trying to reach out and they've been on our list at
24 that time since last year, and we haven't even reached
25 out to them yet. And so she wanted me to have a

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1 meeting with Shawna and John Carroll and Sam VanHooser
2 to kind of go over a better process. So I shared with
3 them that we were 90 deep and that we needed to get
4 these called to where we could get them approved by
5 Craig, because that's just slowing down the process.

6 So we had the meeting. I shared with them
7 that it's so important, and I even shared with them my
8 opinion on we shouldn't even be updating -- we
9 shouldn't be uploading documents into the finance
10 portal until after the third day. They agreed, but,
11 again, none of us had the authority to make that
12 decision. I said but with what we're able to do and
13 the process that we're given, this process needs to be
14 better because we don't need to ever get 90 behind, no
15 matter how -- I mean, I get it everybody is busy, but
16 if this is the process and these are our customers --
17 well, they're not customers -- to be ethical, like, we
18 need to have a better process.

19 So whether it be, Shawna, you have to have
20 two days a week that is strictly for this or you need
21 to give it to someone else to do -- like, this is
22 unacceptable that we've allowed this to get this large.

23 So they said that they were going to split
24 it up. Shawna would take 30, John would take 30, and
25 then Sam would take 30 of the people on the list and

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1 hit them -- like, call each person at least twice if
2 they can't get ahold of them, or if they speak to them,
3 to try to save the deal.

4 My opinion was the ones that were from
5 2021, like, I would be furious if I thought in December
6 I canceled something and it's now May and you're just
7 now trying to reach out to me to save it. Like, don't
8 even call that person. Right? Because they are under
9 the impression that they've already canceled, so why
10 are you reaching out? But we had to do what we had to
11 do because that's the process they told us we had to
12 follow.

13 So they reached out to them. I asked
14 them -- I said if you-all could be amazing and
15 wonderful -- I think it was a Wednesday that we had
16 that meeting. I said if you can hit these and get them
17 to me by Friday, that we can -- it can't be ammo for
18 Craig any longer that it's your fault that these aren't
19 done, because right now he can say, well, Shawna hasn't
20 even reached out to them for me to approve them.
21 Right? So he had some on his list that she's reached
22 out to to approve, and she had 90 on her list that
23 wasn't even touched yet. So I was like if you can get
24 these called and give them back to me, it's all in his
25 court now and he can't say it's Shawna's fault. He

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1 can't say it's sales' fault. It's his fault because he
2 made the policy that he has to approve even though
3 she's already tried to save and even though they're
4 already outside their three days. And they were like
5 of course, absolutely, and they did get them all back
6 to me by Friday and I believe some on Monday.

7 So they were all in his court. All of them
8 were processed, and Sam VanHooser when he brought --
9 was brought onto that role, we -- moving forward from
10 all of those 90 being completed and on Craig's side --
11 moving forward all of the new cancellations that came
12 in were given day of to Sam and were expected to be
13 given back to us the next day or that day if possible
14 so it wouldn't ever build up again. So that was not
15 his only job, but that was a very important part.

16 So if we only had two or three -- that's
17 what I explained to them. If we only had two or three
18 cancels a day and you handle those and it's fresher and
19 it might be -- they might have had cold feet or they
20 might have had whatever reason and you can just call
21 them and share with them why did you want it in the
22 first place? Right? And whatever cold feet that they
23 might have they might change their mind or, you know,
24 whatever. Or they just might be, you know what,
25 financially it's just not a good time for us right now,

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1 and we let them out of the contract. Right?

2 So it's a lot easier to save a deal that is
3 just a few days old versus a few months old. So -- and
4 they all agreed and for a while up until Sam quit
5 because he quit shortly after that because he -- I
6 don't know -- I believe he said work and home life
7 balance since he had the promotion was just too much,
8 and he resigned. And then it just started building up
9 again.

10 But because we were so -- we had such a
11 long list, and at the time Sarah was only saying four a
12 week, she did -- after -- once I got them all
13 completed, she said, "Don't wait until Craig approves
14 them. Do the oldest first, like 8 to 10 a week." And
15 I was like, "Okay, we'll do that." I was like it's
16 going to take us -- it was going to take us 10 months
17 before. It's going to take us five months now, but --

18 And we had several conversations because
19 Mosaic was really weird how they handled their
20 clawbacks. They were very strict a lot of the times
21 when it came to the 120 days to get to the final
22 milestone, but it was strange because sometimes it was
23 like the day of 120 they would claw back that money,
24 and then sometimes they wouldn't even claw back that
25 money until a month after the date. So, like,

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1 sometimes we would go and nothing would happen, and
2 other times it would be like \$4,000 -- \$4 million would
3 come out of the account, and it's just like there
4 wasn't any rhyme or reason.

5 And the same things with the cancellation
6 processes. They had -- once they had released the
7 money to us, they had a longer process to verify all
8 the things to take that money back from -- from the
9 first milestone for cancellations. So where we would
10 process and share with them that this customer or these
11 three customers were wanting to cancel, we notified
12 them on this date, but then it would be months before
13 they would ever process it. And -- I wouldn't say
14 process it -- before it finalized their process to
15 where it actually came out of our account.

16 So I had several conversations with Sarah
17 Kirkland that I don't understand why he's wanting us to
18 spread it all out like one a day or two a day or two a
19 week or whatever it might be when sometimes it seems
20 like Mosaic just holds 30 cancellations and then just
21 takes them out all at once when it could have been from
22 three months before that they're finally processing it
23 and taking the money out.

24 So I'm like if there's no rhyme or reason
25 as to why or why they take the money back from those

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1 milestones, then us believing that spreading them out
2 over time is going to have anything to -- you know, any
3 assistance for us or their money flow or cash flow
4 argument. Right? She said -- she agreed with me and
5 she understood, but she obviously had to go with what
6 Craig was saying.

7 So that's what we did, but, as I shared
8 with you, I was told after I left that they processed
9 all of the 90 cancels within like a month. So there
10 shouldn't be a backlog any longer, which I'm very
11 grateful for the customers' sake.

12 Q. Who told you that?

13 A. Who told me what?

14 Q. When you left, who told you that they
15 had caught all those up and canceled them?

16 A. Sarah Kirkland actually called me
17 because -- well, Sam told me at first because her
18 and I are still friends. She told me that Sarah had
19 come to her and was claiming that she didn't realize
20 that those were true cancels within the three days.
21 And we both knew that that wasn't true, but she was
22 excited at the fact that finally -- I don't know if
23 they were listening to me or as I mentioned before
24 Shawna blasted them in her resignation letter and
25 shared it with all of the sales associates to -- and

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1 that was mentioned in the letter, that they had held
2 so many cancellations due to cash flow.

3 So I don't know if it was because they were
4 exposed that they, like, we need to do something to
5 show that she was lying or show that we're not shady or
6 I don't know why they decided to do it finally. And I
7 also don't know why that she made it a point to act
8 like she wasn't aware of the type of cancel it was.

9 So I don't know why she reached out to me.
10 Maybe it was because she wanted validation of her
11 thinking that she didn't know that it was that, but I,
12 like I mentioned before, kindly reminded her, yes, we
13 had several conversations about what type of
14 cancellations those were and you were in agreement with
15 me, but because Craig didn't want to cancel them out,
16 your hands were tied.

17 So -- and she kept saying that she always
18 thought they were refusals and she always thought that
19 that's what those were. And I was like, no, because we
20 always -- we always name refusals -- any communication
21 about cancels or refusals, we always specify these are
22 refusals. Because I would always tell her these are
23 the cancellations, and we still have at least 20
24 refusals that haven't been reached out to. So I, like,
25 very nicely reminded her, yes, you knew the difference

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1 and you knew that they were within their three days.

2 And it was kind of like, well -- well, we
3 fixed it and we're canceling it out and they should all
4 be canceled within this month. And I was like praise
5 the Lord. I'm glad that he finally agreed to do that.
6 And, honestly, I don't know if he agreed to do that.
7 It might have been something that she finally said this
8 is enough and we have to get this burden away and do
9 the right thing. So, hopefully, that's what it was.

10 Q. When you say he may not have agreed to
11 do that, you're talking about Craig Kelley?

12 A. Craig Kelley.

13 Q. So I wanted to ask a little bit about
14 the spreadsheet because it sounds like you were
15 careful to separate cancellations from the refusals.
16 Was there a different spreadsheet then for refusals?

17 A. There were -- so I believe the
18 spreadsheet was labeled cancels and refusals and
19 there were two tabs. So there was the cancellation
20 tab and then there was the refusal tab and then
21 there was a saved tab. So if any of them were
22 saved, they were moved and put on there and we
23 processed it and moved forward.

24 Q. And then you mentioned that those --
25 after your meeting with Shawna, Sam, and John, they

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1 were able to process I think you said 90. They
2 split them up 30, 30, 30. And that then goes to
3 Craig to be approved after they did their save
4 calls?

5 A. Since he had requested that he approve
6 them, that would have been the process, but Sarah
7 Kirkland had said to just cancel them out 10 a week,
8 don't worry about giving them to Craig, just cancel
9 them out. So that's what I did.

10 Q. But she still didn't say cancel them all
11 out when she had them all on Friday. She still said
12 10 a week?

13 A. Right, because she knew -- I'm assuming
14 she knew that Craig would be livid if we canceled
15 them all out. So she just felt like spread them out
16 over time to where it wouldn't be as noticed if they
17 all 90 were taken out of the account at once.

18 Because in her defense -- well, not her
19 defense, but you've got to look at we weren't just
20 looking at clawbacks from cancellations. We were
21 looking at clawbacks from not getting the work
22 finished, and that was an even bigger problem than the
23 cancellations.

24 So it's like this money over here that's
25 being taken out is actually Solar Titan money; we just

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1 haven't completed the project. Where this money over
2 here is being taken out all at the same time from money
3 that isn't our money. So it's like they're getting hit
4 by both sides, and it was for a minute there constant,
5 and it might still even be constant. But that --
6 that's a whole other topic and issue.

7 Q. And then the one thing that we haven't
8 talked about in a whole lot of detail is the cash
9 buyers. Did you do anything with the cash buyers?
10 You knew they paid 50/50.

11 A. Yes. So at the time of sale they wrote
12 a check for 50 percent of their purchase. And then
13 it was deposited, and then once it was deposited,
14 that was the milestone, if you want to state that,
15 so we had to know that the check cleared before we
16 moved it on to the admin department that worked with
17 the utility companies. So once we had a clear from
18 accounting, we would move the file to the next
19 department.

20 They would work with the utility companies,
21 do the connection documents and things like that, and
22 send it on -- once they had the approval or
23 notification from the utility company, they sent it on
24 to permitting where they would pull the permit. And
25 then once it was pulled, they would send it over to

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1 scheduling and they would get it scheduled and
2 installed.

3 And so the day of installation, the finance
4 team would call the customer and ask -- well, we would
5 put in the notes "pick up check from customer," and
6 sometimes the crew guys would remember to request the
7 check and they would bring it in. And then if they
8 didn't, then we would have to reach out to the customer
9 and ask them if they wanted to do a card payment over
10 the phone or if they wanted to mail in a check. Then
11 we had that list that we were chasing to get the final
12 payments done.

13 Sometimes it was difficult because they
14 were like, well, it's not on and it's not operating.
15 Why am I giving you money? And we were told to tell
16 them that their contract states that the final payment
17 was due at installation, and a lot of times their
18 thought of the meaning of the word was "installation
19 and on and operating," but that wasn't Solar Titan's
20 definition of the word "installation." It was
21 "installation." And so -- and then like the final
22 process would be the inspections and then commissioning
23 afterwards.

24 So sometimes people would pay it.

25 Sometimes they were adamant no, they wouldn't pay

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1 anything at all until they were turned on, and then
2 sometimes we could get 40 percent and then hold the
3 last 10 for when they're turned on.

4 So we just tried to be as -- sorry -- I
5 lost words. We just tried to help the customers any
6 way that they could and also not upset Craig that the
7 fact that we have X amount of money out for complete
8 jobs in his mind.

9 Q. So Craig sometimes would know then when
10 that money hadn't been paid yet by the customer?

11 A. Yes. So I do believe that the
12 accounting department kept him updated on any
13 outstanding balances. So he would come to us all
14 the time and say we have this much money that we
15 need to collect, and then -- so it even turned into,
16 like, a bigger ordeal because there were a lot
17 more -- they didn't like to do cash deals, but
18 obviously they would just because like the whole
19 fact of people don't want to pay until their product
20 is on, you know.

21 So -- but, like, it came to the point where
22 it was constant, like, have we called these customers,
23 have we called them. It was, like, yes, we've called
24 them. They're not wanting to pay, and we've noted it
25 to where Sam would actually get a bonus for collecting

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1 payments on the end for each payment she collected
2 because it was -- I don't know if it was because they
3 were having so many clawbacks and they were needing
4 money from anywhere that they could get it. I don't
5 know. But she was getting a bonus every time that she
6 collected a payment, which, hey, good for her, you
7 know. So ...

8 Q. Then you mentioned earlier that Mosaic
9 was charging \$500 when a contract was canceled. Was
10 it anytime it was canceled or --

11 A. No. If it was canceled outside of the
12 three days.

13 Q. Okay. Is that the same with the
14 interest that they were charging, they were only
15 doing that when it was outside of the three days?

16 A. Uh-huh, yeah.

17 Q. What was the reason why they were
18 charging that fee?

19 A. That was just their policy.

20 Q. Okay. And when they charged that fee,
21 it was per installation that was canceled?

22 A. Per contract, yes.

23 Q. And how did you become aware -- oh,
24 because you said you got access to the portal and
25 that showed up in the portal?

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1 A. Yeah. So there was the time when we
2 were -- earlier on when I was just creating policies
3 and things like that that I was asking a lot of
4 questions and getting better understanding of why
5 we're doing the things that we're doing and getting
6 a better understanding of how we could make it more
7 sustainable going forward, that -- I was told that
8 they -- and I think it was kind of also a tool that
9 they could use with Shawna and the sales team to get
10 them -- because it's been a problem since I started
11 with the cancellations. Like, constantly.

12 I think they used it as a tool to get maybe
13 a fire under somebody to do that part of their job,
14 because if they were aware that the company was being
15 charged this much money if we canceled after the three
16 days because we didn't get it canceled within the time
17 frame that might influence them to be more on top of
18 reaching out to try to save the calls. Honestly, I
19 think that's why I was ever told that information.

20 So -- and it wasn't until later when I
21 actually had got access which was probably January of
22 this year, February. So not very long when I was
23 actually made aware that we were charged interest per
24 month also on top of that fee, and that just blew me
25 away that they had known this whole time that not only

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1 are they getting charged that fee, but they're getting
2 charged interest.

3 And then the question that the
4 accounting -- someone from accounting actually came to
5 me and asked me -- he said, Are we being charged the
6 interest per month of when it was bought to when we
7 were -- when we notified them that the cancellation
8 happened or when they actually canceled it? And I was
9 like, I don't -- that would be a question for Mosaic,
10 you know.

11 And I actually brought that up to Sarah
12 Kirkland because I was like they shouldn't be -- I
13 asked her if she wanted me to reach out to Mosaic
14 because if we're notifying them that the cancellation
15 took place in March, but then they're not actually
16 taking it out of our account and finishing their
17 process until June, are we being charged from March to
18 June or are we just being charged -- hold on -- sorry.
19 I just got a text message about my dog. We're trying
20 to get her groomed today. I apologize.

21 Q. No problem.

22 A. Okay. So, you know, because that's
23 quite a bit of money too, if you think about it as
24 well. So I was just always trying to find ways to
25 better the company in the areas that I had, you

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1 know, control over, if you want to say that, to
2 make -- to make it better for the customer and also
3 make it better for the company. Right?

4 Because I was working there. I wanted the
5 company to succeed, but I also wanted the company to do
6 the right thing for their customers. So anywhere that
7 I could try to find things that one could be better for
8 the customer and the company, I would also try to voice
9 those. So I saw this as a concern for the company's
10 well-being because we're just hemorrhaging money for --
11 on customers that aren't actually customers.

12 And it's like -- as -- obviously, I wasn't
13 the owner, but as an employee, it's like if we're just
14 hemorrhaging money because you don't want to deal with
15 the cash flow problems or whatever it might be, like,
16 in the long run you're hurting yourself as owner and
17 you're hurting the company more by spreading these out
18 to four a week or none at all than versus just doing
19 all 90 and getting it over with. Because those 90
20 spread out over 10 months is making the company lose a
21 lot of money.

22 So I brought that to her attention, and I
23 said, you know, if we're notifying them at this time
24 and they're not taking -- and they're charging us for
25 three or four months later, that's not okay and we need

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1 to reach out to them and make sure -- and really find
2 out what their process and, like, how much money
3 they're actually charging us.

4 And because they're kind of wishy-washy
5 with the clawbacks on the other side, that even though
6 we are past the 120 days, they don't always claw it
7 back on that 120 days. Sometimes they give us a little
8 grace and sometimes they don't and this, that, and the
9 other. She didn't want me to call and make a point to
10 be like, hey, that's not okay if we notified you in
11 March and you're still charging us interest all the way
12 until June or July when they can take that and say,
13 okay, well, we're going to stop giving you grace on the
14 other clawback.

15 So I was never allowed to get a clear
16 information on regards to the interest charges because
17 they didn't want them to be more strenuous on the back
18 end too where that is the bigger issue than the
19 cancellation issue, if that makes sense.

20 Q. It does. It sounds like there was quite
21 an interesting relationship with the finance
22 companies, particularly Mosaic. When you started
23 had they already had merchant finance agreements
24 with Mosaic and Sunlight?

25 A. Uh-huh, yeah.

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1 Q. Had you seen those applications --

2 A. Nope.

3 Q. Okay.

4 A. Everything was really secretive and
5 separated within the company. Like we -- they hired
6 a -- so as someone that is -- that was hired in in
7 the operations side of things and then growing that
8 department, making policies and procedures for the
9 finance department. Right? And then as we were
10 growing, I was making policies and procedures for
11 finance and for scheduling because that's what I was
12 working on. Like, it was a brand-new baby company.
13 Like, they might have been in business a year before
14 I started, but they weren't -- they didn't have the
15 momentum that they had when -- before from when I
16 was there.

17 So -- like, they had no SOPs, none of that,
18 quality assurance, any of that stuff set up. That's
19 something that I love to do. So I was like of course.
20 I started with the departments that I was working in,
21 so finance and scheduling. And so when we had people
22 call in because they were mad that the sales reps were
23 telling them X, Y, and Z, like, we would go and try to
24 get information about what they were being trained in
25 their training classes. Because they would have two

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1 weeks' worth of training classes for the new sales
2 reps, and it was, like, we were never allowed to go
3 into the sales classes ever.

4 And then, like, I would always suggest,
5 well, could I go or another person go and just share to
6 the new sales reps, like, what the process is actually
7 like after they make the sale, because they have no
8 idea. So, like, they are giving them -- the customers
9 this expectation that physically cannot be done.
10 Right? We were under the assumption that's what they
11 were doing because all we were hearing is complaints
12 from the customers that they said they were going to be
13 on and operating in two weeks.

14 And I'm like there's no physical possible
15 way that someone can purchase a system, get -- like,
16 get all the materials bought, get all of the
17 interconnection documents approved by the utility
18 company. If they had an HOA, that's an even longer
19 process. Permits pulled, installation happened,
20 inspectors come out. And even say it's a perfect world
21 and they passed on the first time and then we send out
22 a crew to commission the system -- right? -- there's no
23 possible way that all of that could happen within two
24 weeks. No possible way.

25 We can sometimes get your finance

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1 approved -- your interconnection with your utilities
2 and then if you don't have an HOA and get you installed
3 in two weeks. That happened all the time, but when
4 you're dealing with a utility company that has their
5 own time frames that we can't control, you're dealing
6 with HOAs that only have a board meeting once a month
7 or once every six months, that's something that we
8 can't control.

9 Then with -- with the inspector -- like the
10 inspector -- so for the state of Tennessee, we put it
11 in core and then they are supposed to get it out -- get
12 the inspector out within 72 hours. That doesn't always
13 happen and we have to resubmit it or resubmit it or
14 call in and do different things like that. And that's
15 one of the things that, like, as we were growing, we
16 created this time line paper that we gave to the
17 customers whether or not they read it, I don't know.
18 But it was kind of like this is kind of the time frame
19 in each one of these places.

20 And then after installation it was in big
21 bold letters please be patient, a lot of these things
22 are outside of our control. Right? Because we can't
23 force an inspector to go out when we want them to. We
24 notify them that when we're done, and then they have
25 their schedule. And they have 75 other clients that

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1 they have to go out and inspect. Right? So once they
2 get out there and get that back, then, you know, we can
3 move forward.

4 And then with most of -- I don't want to
5 say most. A lot of the cases there were issues that
6 came up that we failed for, and we had to send a crew
7 out again and redo -- you know, fix the issues that
8 were stated on the inspection report, and then we had
9 to submit another request and then he had -- we had to
10 wait for his schedule or her schedule again and then go
11 back out.

12 So, I mean, I remember some cases where I
13 don't know if it was that specific inspector that they
14 would get to something and see something wrong and fail
15 it and then we would get the report. We would fix what
16 they said. They would go back out and they would see
17 something else that wasn't even on the first one.

18 They didn't inspect the whole thing. They
19 just inspected something that was wrong and they failed
20 it, sent us the report, and we fixed it. This happened
21 like six times to one client, and how frustrating that
22 client must have been is understandably so. But that
23 happens and that's -- that slows down the process.

24 Getting back to what I was meaning before
25 was that everything seemed very secretive and separate.

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1 Like, we couldn't go in and share with the class. We
2 couldn't even know what they were training in the
3 classes. I mean, I don't know if they were told they
4 couldn't come over to our side, but they never did.

5 So they actually hired a CEO around the
6 time I was -- a little after I was promoted, and he
7 really wanted to -- like he wanted to have a weekly
8 meeting with all of the department heads. And I don't
9 think Craig liked that very well because what he wanted
10 us to do was -- I thought it was genius because you
11 don't really -- like, you're in your department and
12 that's what you focus on. You don't have the bigger
13 picture.

14 So if you were in communication with the
15 department before you and the department after you, you
16 had a better understanding of what the customer is
17 going through while they're in that department, while
18 they're in yours and after yours. Right? To where if
19 you have a call regarding a customer and they just left
20 this department and they had some frustrations, because
21 you're working closely with that department, you can
22 assist that customer, explain things to that customer
23 instead of sending it back to them, you know, and just
24 having a better understanding of what they're being
25 told from sales, because it came from sales straight to

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1 finance. Right?

2 So for us to know exactly what they're

3 being told from the sales team would help any
4 frustrations that they might have and then moving along
5 down the line. Right? But that didn't last very long.
6 And so I don't know. And he actually didn't last very
7 long. He was fired rather quickly.

8 And I warned him very early on. I was like
9 you're very passionate about what you're doing and you
10 have opinions, but some opinions you just need to keep
11 to yourself because you're not going to stay around if
12 you're voicing your opinions because they don't like
13 change and they don't -- I don't -- it just felt like
14 you couldn't point out things that weren't okay to
15 anyone, even though you're just trying to make their
16 business better. You couldn't never point it out
17 because you would just be on the bad list.

18 And that's kind of how I felt towards the
19 end is because I was pointing out things that needed to
20 change, and I don't know how many times I was told,
21 "Sarah, stay in your lane." And it's like I'm going to
22 stay in my lane but you-all keep dragging me out of my
23 lane because these departments over here aren't doing a
24 good job and you're wanting me to fix it because you
25 saw that I'm capable of doing that, but then when

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1 there's actual things that need to be changed to, one,
2 make the company better and, two, make the process
3 better for the customers, you-all smack me on the hand
4 and tell me to stay in my lane.

5 It's like how -- I just couldn't continue
6 to work for the company when I knew that there were
7 easy changes that could be made to, one, be beneficial
8 for the customers and, two, for the company because you
9 can't have a business if you have bad customers. So
10 you need to make processes in place to make your
11 customers happy, and then in the long run -- and I get
12 why -- I understand his reasonings for spreading it
13 out. Whether or not I agree with him, I get why he was
14 wanting to do that because of the cash flow, but I also
15 understood you're paying millions of dollars in fees
16 you don't have to be paying just because you're having
17 cash flow issues right now.

18 So, bigger picture, you should just cancel
19 them out on the third day and be done with it. And,
20 even bigger picture, don't even put the documents into
21 the finance companies until after the third day anyway,
22 and then you wouldn't be having cash flow problems at
23 all. So, anyway, sorry. That was my little rabbit
24 hole, but it was just very frustrating to see how much
25 money they were losing because of the process that they

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1 wanted me to follow.

2 Q. You seem like you have a lot of

3 knowledge in creating these policies and stuff.

4 What was your finance background and history before
5 you came to Solar Titan?

6 A. So I actually have a nonprofit
7 organization. My husband is from Haiti and we had a
8 ministry in Haiti. So the financial background that
9 I have would just be that I was over fund-raising
10 and accounting for donations that came in and the
11 expenses for the ministry.

12 So that's pretty much it when it comes to
13 financial experience, but just -- I don't know. That's
14 just something that I've always been passionate about
15 is organization and structure. So running a ministry
16 in a Third World country takes a lot of organization
17 and structure and planning. We had teams that came
18 down several times through the year, and I coordinated
19 sometimes their travel. I coordinated their stay while
20 they were in-country, their lodging and meals and
21 activities that they did.

22 So just having that background to be able
23 to have the knowledge of how to structure and organize
24 to make things run smoothly is a strength that I have
25 that I brought to the table when I started at Solar

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1 Titan.

2 So it just -- it was like this is what we
3 do. Do you have ideas to make it better? And so I
4 just -- I -- you know, obviously from the other two
5 admins that were there when I first started, they
6 didn't know anything about the financing and the
7 processes there. So just sitting with Sarah and
8 learning from her on what they did, and then just like
9 moving forward like how can we make this better.

10 As we're like -- I believe the first --
11 first few months -- so they started the company in
12 2019, I believe in November. So November through the
13 end of December there was probably 19 sales. When --
14 when I left, there was over 40 a week in sales, if not
15 more, give or take. Right?

16 So the first two months of business they
17 had 19 sales in two months and then they were having
18 over 40 a week when I left. So coming up with
19 processes to go with the growth of the company is what
20 I mostly focused on a lot in the beginning and even as
21 I grew with the company and was promoted to the finance
22 and admin manager. So their -- Ernie Bussell was the
23 operations manager when I was -- we were hired in at
24 the same time. I was hired in a week before.

25 So he was hired in and he was operations

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1 manager. So he was over the three admins that were
2 handling operations. So Russell -- he handled, like,
3 software stuff with updating the notes and making sure
4 all the documents from the sales team and creating the
5 folders for us to use in the office. And then Lakea
6 handled all of the utility and permitting for the
7 customers. And then I did finance. And then later on
8 because Ernie was doing the scheduling, and as his job
9 grew, he wasn't able to do the scheduling like he
10 wanted to. So I was able to take that on.

11 And then it grew to where I was doing
12 finance and scheduling, and then they split between
13 Russell and Lakea -- they split Kentucky and Tennessee.
14 So Lakea handled all the Tennessee files and Russell
15 handled all of the Kentucky files.

16 So I created the folders, made sure the
17 documents were there, handled the financing process,
18 sent it on to them, and then when they were done it
19 came back to me to schedule and then it went back to
20 them and all the things.

21 So as we were growing, we grew into a
22 bigger building. And Ernie was still there, and he was
23 over -- he was over everything, but I had one other
24 person with me in the finance. And, like, each
25 department grew. So there was two people in Tennessee,

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1 two people in Kentucky, two people in finance, and it
2 just kept growing as we were moving into -- and then
3 they hired Dale Roden who is the -- I don't know what
4 his title is now but at the time it was the -- he was
5 over the crews and, like, making sure that they knew --
6 that they were trained properly and that they were
7 following standards and different things like that.

8 And then there was Duane who is the
9 warehouse manager, and then there was another Dewayne
10 hired to be the manager over the scheduling department
11 because as we grew we obviously had more crews and we
12 needed more schedulers. And then that was a whole mess
13 in itself.

14 So when Ernie was let go, they decided
15 to -- instead of just have one operations manager, to
16 have a team of managers. So that's when I was promoted
17 to finance and admin manager. And then Dale was over
18 the crews and installation. And Duane was over the
19 warehouse and the other Dewayne was over scheduling.

20 So there wasn't any policies and procedures
21 in place for admin. So I shadowed a lot with them for
22 the first few weeks to get a better procedure because
23 that was where all of the -- all of the customers would
24 bottleneck in the process. So they wanted to have a
25 better process set in place to where that wouldn't be a

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1 bottle -- an issue anymore and we could move it faster
2 through the system.

3 So I was able to create a process that sped
4 up the system -- sped up each customer through each of
5 those states. And then we added in Georgia as well.

6 And then as we were moving over into the
7 new building, I was sharing with Sarah K. that there
8 should be a split in those departments, to have a
9 pre-installation admin team and then a post
10 installation admin team. Because it was getting too
11 overwhelming with the volume that we were having to
12 handle -- have two people handle all of those clients
13 to where a lot of times they were wanting to push,
14 push, push, push, push to get it to install because
15 that's when the money happens. Right?

16 So they were pushing really, really hard
17 every single day. Like, I'm telling you, if it was
18 9:00 and there wasn't something uploaded, I was either
19 getting a phone call or Craig was in my office asking
20 why this wasn't done yet from the sales the day before.
21 Because it was you have to get this done. And it even
22 got to the point where we hired someone to come in at
23 7:00 in the morning to get it done before Craig came in
24 the office, because he wanted the money from the sales
25 the day before quickly -- faster than anything.

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1 And the same thing was if it was cleared
2 that first milestone and it was being held up in admin
3 for the utilities or for this or whatever, that was
4 always what can we do to get these done faster, what
5 can we do to get these to installation, what can we do?
6 It's like we don't have what we need yet because of X,
7 Y, and Z. We can't push this faster. Like, we don't
8 have approval from the utility companies. We don't
9 have approval for this or we don't have approval for
10 that.

11 And they would get upset because they -- we
12 weren't meeting our quota for the crew guys, which I
13 get it. You're running a business. You have to be on
14 quote for the things that you're needing. So I
15 explained to them if we had a team designating this was
16 their job, because they're trying -- right now they
17 were balancing, okay, I've got to get these ready for
18 installation, but I also have to get these inspected to
19 get them turned on to get to the last milestone.

20 So -- but because they weren't getting
21 money at that last milestone anymore, it wasn't as
22 important, I believe, in Craig's mind to really be
23 emphasizing this area over here. And it was what can
24 we do to get this better, to get it faster, to get it
25 installed, because once we uploaded the picture that it

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1 was being installed, he was happy because he got a
2 hundred percent of the money at that time, because he
3 got 60/40 or 70/30 or whatever it was, but he got a
4 hundred percent of the money.

5 But -- and that's all they would focus on.
6 And I said it -- and D2 -- we called him D2 because
7 Dewayne Number 2, the second one. He would -- every
8 meeting -- and they were getting very frustrated at
9 him. I'm like I learned that if they don't want to
10 hear it, just stop saying it, because they're not going
11 to change. Right?

12 So fast-forward to a few months before I
13 quit and they were having \$4 million taken out of their
14 account, and then the next month \$2 million taken out
15 of their account. At the time when they're like focus
16 over here to get it to install, install, install,
17 install. We have to have 40 a week. We have to have
18 80 a week. We have to have this many a week. We're
19 adding more crews. We're doing this to get to install
20 faster, and they never looked at the back side.

21 Then he was furious and would come into my
22 office furious at the fact that he had \$4 million taken
23 out of the account, and I'm like I've been trying to
24 tell you-all this for months. It's not just about
25 getting to install. We have to get the crew -- the

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1 team that's working on permitting and the team that's
2 working on -- one, we've got to get the crews better to
3 actually -- you-all are rushing installs to get them
4 done faster to get the money faster that they're not
5 doing them right.

6 Two, we don't have a good structure on the
7 back end for inspections because Lourde (phonetic) can
8 tell you how many they have over here that they haven't
9 even touched yet because they don't have organization
10 over there to even get the installs scheduled -- not
11 the installs scheduled, the inspections scheduled. And
12 then because the installs aren't being done right the
13 first time there's like four or five failed inspections
14 per project. So another thing is that's taking that
15 time of that 120 days.

16 So you think 120 days -- is that three
17 months? I think that's three months.

18 Q. Yes.

19 A. So you have -- you would think I just
20 installed this. 120 days would not be difficult to
21 get the inspector out there, get it inspected, and
22 get it turned on, and notify the financing.

23 Q. It's actually four months.

24 A. Four months. Right. So you wouldn't
25 think, wow, four months -- that shouldn't take a

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1 long time to do all those things. Right? But when
2 the department that is over that doesn't have any
3 structure, they don't have any leadership to make
4 them do their job, and then the crews are going in
5 so fast that they're missing things that every 90 or
6 80 percent -- I don't know the numbers, but it was a
7 lot -- are getting failed inspections to where the
8 service team -- we -- I think we might have had two
9 service guys at the very beginning. I think when I
10 left, there was over -- there was two people per
11 crew, and I think there were five or six crews for
12 just service because we had so many service issues.

13 And it's like if we would do the job right
14 the first time, we wouldn't have to be -- and, like,
15 all these service techs, like -- it wasn't any revenue
16 coming in for the service teams. Like, they weren't
17 going out because they were cleaning panels or they
18 were servicing this or doing this or that or whatever.
19 It was fixing fails or issues with batteries or all the
20 above. Right? There wasn't any revenue coming in for
21 them going out. So, again, that's another place that
22 the company is just hemorrhaging money.

23 So it's like big picture. Fix your
24 processes. And that's what I said from the very
25 beginning, if you have good processes when you're

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1 small, as you grow, they'll be able to grow with you
2 and sustain. Right? But they were wanting to grow so
3 fast that they weren't willing to stop -- you couldn't
4 ever say the word "stop" or "slow down" ever -- to make
5 things better to where when we were going -- and
6 forgive my language but we -- the managers were having
7 a meeting one time, and we said we should not be going
8 into Georgia because we have a backlog in Tennessee, a
9 backlog in Kentucky. We do not need to be going into
10 Georgia.

11 And one of them said we're just going to
12 take this pile of crap and spread it around, because
13 that's exactly what it felt like and someone else even
14 said -- he said it's like you're driving -- you're in a
15 NASCAR car and the engine isn't working, but they don't
16 want you to turn the car off to fix it. They want you
17 to fix it while you're going around the racetrack.
18 That was his impression of Solar Titan.

19 They want you to fix the issues. They want
20 you to make the thing better. They want it to be more
21 efficient, but they don't want to slow down and they
22 don't want to stop to actually allow you to get it
23 where it needs to be or where it can be, which I
24 thought was a very good analogy on his part.

25 It was just very frustrating when if anyone

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1 had a brain could see that their inefficiencies in
2 other departments that -- you couldn't not see them,
3 but then they were just being ignored, and I don't
4 understand why they were being ignored other than the
5 fact that they didn't affect the money quickly like my
6 two departments did.

7 So they thought we've already got the
8 money. It's not a big deal; we'll fix it in time.
9 Well, it come to bite them in the butt when time caught
10 up to them and they're getting \$4 million taken out of
11 their account because they couldn't get to the finish
12 line. They were so worried about install, install,
13 install that they weren't worried about getting across
14 the finish line.

15 That's why I made the comment earlier of if
16 they can take a hundred percent of the money back
17 because we didn't get to that third milestone, then
18 that shouldn't be considered our money yet because we
19 didn't finish the job. So we shouldn't be counting it
20 as cash flow until we get to the end. So if they had
21 the mindset of this isn't Solar Titan's money until we
22 get to milestone three, they might have had a different
23 outlook on making sure every process from finance to
24 commissioning was flawless before expanding like
25 they've expanded, you know.

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1 So, like, where that person made the
2 comment of when we were going into Georgia because we
3 were behind in post install. So we always split it --
4 and as we -- when we moved into the new building, I
5 really felt like -- I don't know if the -- the whole
6 thing of stay in your lane, Sarah; this isn't your
7 department, Sarah; like, just stay over there was
8 exacerbated when we moved in.

9 Because where I was placed in the
10 department where before it was the four of you are
11 operations managers and you're going to manage
12 operations as a team. You each have a different
13 department, but you're a team. And it split because,
14 one, we moved away from the warehouse. So Duane -- oh
15 Lord, I can't remember his last name. We called them
16 D1 and D2 -- we left him at the warehouse so he
17 couldn't really be part of the team anymore because he
18 wasn't at the same location.

19 And then D2 was very frustrated with the
20 scheduling because it was like every single week they
21 were upping what he needed to do. So, like, this week
22 it was 40. Next week it was 45 kilowatts. The next
23 week it was 50 kilowatts. Like, every single week they
24 were upping his minimum to get installed. And he was
25 like you're not looking at the bigger picture.

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1 He had the same mindset as me. He's like
2 you're not looking at the bigger picture because you're
3 wanting me to install 40 kilowatts or 80 kilowatts, but
4 then we can't turn on 80 kilowatts. So we're
5 installing all of these things, but then we're just
6 piling on and piling on and piling on more customers
7 that are getting frustrated because we don't have a
8 good process to get them inspected and commissioned or
9 serviced and commissioned because they failed their
10 inspection. Right?

11 So he was like you've got to stop giving me
12 more of a minimum because we're not even getting the
13 ones that I did last week turned on. So he's like
14 you're just creating more problem for yourself in the
15 long run, and they would not listen to him at all, and
16 it was getting him very frustrated. And me and him
17 both were adamant every single meeting that we had was
18 I understand that you have cash flow and I understand
19 that you're adding on more crews, but -- and so when
20 you're adding on more crews, you're adding on more
21 payroll. Right? So you have to have more money coming
22 in. I get it.

23 But it's like instead of adding on more
24 crews, like retrain the ones that we have to where they
25 are better to where -- and then, like, work on this

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1 back side process, and they wouldn't listen. They
2 wouldn't listen. They wouldn't listen until that first
3 120 days showed up and there's \$4 million taken out of
4 their account. That's when they noticed, and then they
5 were all like why did we have this many not be able to
6 get to the finish line?

7 I was like don't even. No. Because for
8 months now not just myself but Dwayne Strickland had
9 told you over and over and over again in meetings that
10 you are putting too much emphasis on installs, way too
11 much, and just completely ignoring the fact that
12 there's another milestone that needs to be reached, and
13 you never wanted to do anything about making this
14 department better to where we could actually get --

15 If you're wanting me to do 80 a week, then
16 we should be -- and when I say 80 -- kilowatts. That's
17 how they measure before was kilowatts installed. So if
18 this one is a 16 or this one is a 7, the minimum was
19 this much kilowatts. And then towards the end
20 Russell -- Russ, the CEO, actually changed it to
21 jobs -- how many jobs per week. Because finance
22 doesn't process their numbers -- they don't process
23 kilowatts. This is how many sales that came in. We
24 had this many sales. This is how many we processed.
25 And the sale thing admin and permitting and all of

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1 that.

2 But it was really weird because it was

3 always sales all the way to install, and then it was
4 kilowatts for some reason. So he was like we should
5 just have a more unified way to express what our goals
6 are. So it went from this is how many kilowatts he
7 needed to do, and this is how many jobs a week that he
8 needed to do. Right? And then every department was
9 supposed to process a minimum of so many jobs a week.

10 So finance was 40, and then I think I moved
11 up to 50 a week before I left, but that was our minimum
12 goal each week was to process 40 -- 40 sales and the
13 same thing in admin. So finance moved it and I do
14 believe they wanted either 40 to 60 jobs installed a
15 week. And I said -- and that's kind of where it was in
16 that conversation of flow. Well, if you want us -- if
17 you want to be able to install 40 a week, then we need
18 at least 60 sales come in because if you sold 60 but
19 then 10 of them cancel or if you sold 40 and 10 of them
20 cancel, how can I send you 40 to install? That can't
21 be possible. Right?

22 Because -- so if I had 60 come in, 10
23 canceled, then I had 50, and then through the process
24 of utility companies like the utility company has three
25 weeks of their processing time and then this one has an

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1 HOA or they canceled outside of their three days.
2 Right? We're not going to send them on to get
3 scheduled even though they're refusing. Right? So
4 they break off and lose some because of processing
5 times.

6 So for me to send you 40 to install, I need
7 at least 60 or 70 sold to me every week. So it's like
8 you can't be requiring me to give you something that
9 isn't being given to me. So that was a conversation
10 that we had.

11 So -- and one of the things too that I
12 think you need to be aware of is what is the legal
13 definition of install complete? It was very gray.
14 Sunlight requires a picture of the panels on the roof
15 as well as the engineering plans when you notify them
16 that the install is complete. That's Sunlight.

17 A long time ago Mosaic required a picture
18 of the front of the house with the house number or the
19 mailbox with the house number and the panels on a --
20 like a collage of the pictures to send in to them.
21 They just wanted one picture, so I had to make, like, a
22 collage of pictures to upload to them. Then it started
23 changing to they wanted the inverter and the panels and
24 the front of the house into the picture.

25 So at that time we had full crews to where

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1 the install happened and the -- there was -- the whole
2 crew was there and they did the -- the electrical work
3 on the ground and the panels on the roof and connected
4 everything all in the same day or two days, depending
5 on the size of the project. Right?

6 So Dale had the idea and convinced Sarah
7 and Craig that splitting the crews and having a roof
8 crew and an electrical crew would be more beneficial in
9 the long run. Because what would happen -- say it
10 rains or it snows or something, we couldn't send the
11 whole crew out to the project. So that would delay the
12 customer and could possibly make that crew not have a
13 job for the day unless we could find something in an
14 area that it wasn't snowing or raining. Right?

15 So if it was snowing, we could still send
16 out the electrical crew but not the roof crew. Right?
17 So there was a whole reason as to why. I never liked
18 it because it just delayed the installation because the
19 roof crew would go out and then sometimes three or four
20 days later the electrical crew would go out. Right?

21 So -- and then it was done. But I was given
22 instructions to notify the finance company that
23 installation was complete at roof -- glass on roof.
24 They always said glass on roof means complete. Glass
25 on roof. Glass on roof.

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1 They said they verified with the utility --
2 not the utility companies -- the finance companies and
3 that it was -- and I even remember speaking with
4 Mosaic. I can't remember exactly who. But I said is
5 completed installed glass on roof? And I do remember
6 them saying, yes, but I don't believe that that person
7 understood what I was asking, because at the same time
8 they were requiring us to put pictures of the inverter
9 in the collage. So if they were considering glass on
10 the roof as complete, they wouldn't be also requiring
11 the inverter picture. Does that make sense?

12 Q. So is it the electrical crew would be
13 the one that would be doing the inverter?

14 A. Uh-huh. So the panel crew -- the roof
15 crew would be doing all the panels and brackets and
16 things on the roof and then install the whip that
17 went down to where the electrical crew came in, the
18 two installed the inverter and the battery. They
19 would connect the whip to the inverter and battery,
20 and it would be technically complete.

21 So when they were talking -- when they had
22 made the decision that this is what they're going to
23 do, they're splitting into two crews, I voiced my
24 opinion and I said, well, for the financial side of
25 things we have to upload install completes. So are we

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1 going to install when roof is done or are we going to
2 upload when the electrical crew is done? And they told
3 me roof. And that's when I asked the question to the
4 finance team at Mosaic and they said glass on roof
5 is -- I think their terminology was substantial
6 completion.

7 So I actually voiced my opinion and --
8 because at the time we were still having to upload the
9 pictures. Right? So I asked the question, and they
10 said glass on roof is substantial completion. But the
11 pictures were still stating -- like I had submitted
12 some pictures that just had the front of the house and
13 the panels, and they kicked it back and said we require
14 a picture of the inverter. So I told Sarah K., if
15 Craig is requiring us to put in at roof but Mosaic is
16 requiring the inverter, I said I will not fabricate a
17 picture that has an inverter that doesn't belong to
18 that customer. I will not do it. Because I think
19 that's what they were going to ask me to do.

20 And I told her -- and again not -- that was
21 just my feeling because they were like we're doing it
22 at roof. Well, how can we do it at roof when the
23 inverter hasn't been installed yet and it's a picture.
24 So I'm assuming you're going to want me to put a
25 picture in there that has an inverter.

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1 So I had a conversation with her, and I
2 said I respect you. You -- you know, like, I truly
3 respect Sarah Kirkland. She is a wonderful woman. She
4 does many great things for her employees. I said, but
5 I will not work here -- I will not put in pictures that
6 are false because my name -- because I have to sign in
7 under my log-in. And I said my name is attached to the
8 log-in and I'm the one putting in the picture, so I was
9 like I'm not going to go to jail because I'm putting in
10 fraudulent information into this portal.

11 I said so I don't know if you-all need to
12 have another conversation about when you're going to be
13 considering completed, but they were adamant that it
14 was going to be glass on the roof because, again, they
15 get the money faster. They would be getting the money
16 faster if they did it at glass on the roof. Right?

17 So I told her think of not just I'm not
18 going to do it, but think of it this way. If we have
19 this crew scheduled to go out April 1st to put glass --
20 to put the roof -- the glass on the roof -- the panels
21 on the roof. Right? But then weather happens,
22 something else like COVID happens and the crew gets
23 sick and we have to postpone a week, and then the week
24 that we get there that we have them scheduled it snows
25 so we have to postpone them another week -- so that's

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1 just eating that 120 days. Right?

2 So we already have the issue of not getting

3 everything complete in that 120 days. And now you're
4 telling me to submit to Mosaic that we have completed
5 this install when we're only half done and that just
6 eats our 120 days. So we're going to have more
7 clawbacks because of X, Y, and Z slowing us down to get
8 all the way completed, one, and then -- so not only
9 before we were dealing with failed inspections, not
10 getting the inspectors out there in time, not having
11 that process to where it sits for three weeks before
12 they can even pull it because they're so far behind
13 anyway. Right? So now we're adding the possibility of
14 a two-, three-, four-week delay in getting the
15 electrical even installed. Right?

16 And the other problem was -- is Craig was
17 adamant that we had more roof crews than we had
18 electrical crews. So where electrical -- and that was
19 another thing that frustrated Dewayne -- D2 was that
20 he -- say for example he had six roof crews, he only
21 had two electrical crews. So his roof crews were
22 expected a minimum of 40 a week. So how can we do 40
23 installs -- we can do 40 installs, but then the next
24 week -- like that week we could only do 20 electricals.
25 Right?

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